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FLORIDA PROFIT/NON PROFIT CORPORATION

Emerald Lakes Master Association, Inc.

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**ARTICLES OF INCORPORATION OF
EMERALD LAKES MASTER ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation not for profit.

Unless expressly provided herein to the contrary, all capitalized terms in these Articles shall have the meanings assigned to those terms by the Declaration.

**ARTICLE I
NAME**

The name of the corporation shall be EMERALD LAKES MASTER ASSOCIATION, INC., a Florida corporation not for profit. For convenience, the corporation shall be referred to in these Articles as the "Association."

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office of the Association shall be located at 605 S Fremont Avenue, Suite B, Tampa, FL 33606. The Board may change the principal office and/or mailing address of the Association at any time and from time to time without amending these Articles.

**ARTICLE III
PURPOSE**

Section 1. Purpose. The objects and purposes of the Association are those objects and purposes as are authorized by the Master Declaration of Covenants, Conditions, Restrictions, and Easements for Emerald Lakes and Notice of Assessments for Master Association, Inc., recorded (or to be recorded) in the Public Records of Brevard County, Florida, as hereafter amended and/or supplemented, from time to time (the "Declaration"). All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values and amenities in the Property and to maintain the Common Property thereof for the benefit of the Members of the Association.

Section 2. Not for Profit. The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm, or corporation.

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ARTICLE IV
BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business, and affairs of the Association shall be managed and conducted by a Board of Directors of no fewer than three (3), nor more than nine (9) Members, as determined per Section 2, below.

Section 2. Election of Directors. Except as otherwise provided herein, and for the first Board of Directors and their Declarant-appointed replacements, Directors shall be elected by the Members of the Association at the annual meeting of the Association, as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of Directors.

Section 3. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of the Association, and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Name and Address:

A. Chris Kasten
1020 Friendly Way South
St. Petersburg, FL 33705

Ronald Stewart, Jr.
c/o 605 S Fremont Avenue, Suite B
Tampa, FL 33606

Paul Paluzzi
c/o 605 S Fremont Avenue, Suite B
Tampa, FL 33606

ARTICLE V
OFFICERS

Section 1. Officers. The Association shall have a President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may, from time to time, elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year, and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a Director; other officers may or may not be Directors of the Association. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

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Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of Directors, and thereafter until successors are duly elected and have taken office, shall be as follows:

President: Paul Paluzzi
c/o 605 S Fremont Avenue, Suite B
Tampa, FL 33606

Secretary: Paul Paluzzi
c/o 605 S Fremont Avenue, Suite B
Tampa, FL 33606

Treasurer: Paul Paluzzi
c/o 605 S Fremont Avenue, Suite B
Tampa, FL 33606

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The Association hereby appoints PAUL PALUZZI, c/o 605 S. Fremont Avenue, Suite B, Tampa, FL 33606, as its Resident Agent under the Laws of the State of Florida. By affixing its signature hereto, the said PAUL PALUZZI does hereby accept said designation and appointment, and the office of the Registered Agent shall be at said address.

ARTICLE VII
INCORPORATOR

The name and business address of the Incorporator of this Corporation is:

Name

Address

PAUL PALUZZI

c/o 605 S Fremont Avenue,
Suite B, Tampa, FL 33606

ARTICLE VIII
POWERS AND DUTIES

(a) The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made (which may be an affiliate of the Declarant, as hereinafter defined) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

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(b) The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration including, without limitation, the power to borrow money (from the Declarant or others) for Association purposes. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.

(c) The Association shall operate, maintain, and manage the Surface Water or Storm Water Management Systems Facilities in a manner consistent with the requirements of the St. Johns River Water Management District and applicable District rules; and shall assist in the enforcement of the restrictions and covenants contained herein. The facilities include all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands, and any associated buffer areas and wetland mitigation areas.

(d) The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Surface Water or Storm Water Management System.

(e) The assessments shall be used for the maintenance and repair of the Surface Water or Storm Water Management System Facilities, including, but not limited to, work within retention areas, drainage structures, and drainage easements.

(f) In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or Storm Water Management System must be transferred to, and accepted by, an entity which would comply with section 40D-4, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE IX INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, employee, officer, committee Member or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful; and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction; or upon

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a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a Director, officer, employee, committee Member or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the Director, officer, employee, committee Member or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of the Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be Director, officer, employee, committee Member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, committee Member or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. The provisions of this Article IX shall not be amended so as to impair any accrued right of indemnification.

ARTICLE X BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended, or repealed by the membership in the manner set forth in the Bylaws.

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ARTICLE XI
AMENDMENTS

Section 1. Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes; provided, however, (i) that to the maximum extent lawful, the Declarant may unilaterally amend these Articles and/or shall have the right to approve or disapprove any proposed amendments hereto not initiated by the Declarant and (ii) the vote required to amend these Articles (if not unilaterally amended by the Declarant) shall be 66 2/3% of the total votes of the Members of the Association.

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control. Any term not specifically defined herein shall have the same meaning ascribed to it in the Declaration.

ARTICLE XII
CORPORATE EXISTENCE

The Association shall commence its existence upon the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Association shall have perpetual existence. Nevertheless, upon any dissolution of the Association, the disposition of the Common Property shall be governed by the Declaration.

IN WITNESS WHEREOF, the Incorporator has caused these Articles to be executed in its name by an officer thereunto duly authorized this 6 day of December, 2024.

PAUL PALUZZI
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties; and is familiar with and accepts the obligations of its position as Registered Agent.

PAUL PALUZZI

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